

RECORDATION NO. 11500-9  
FILED

FEB 01 '10 -11 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

February 1, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W.  
Washington, D C. 20423

GATC Trust 3

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated as of January 6, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and Board under Recordation Number 11500.

The name and address of the party to the enclosed document are.

Lessor: BNY Capital Funding LLC  
1290 Avenue of the Americas  
New York, NY 10104

[Lessee: GATX Corporation (successor by merger to  
GATX Financial Corporation)  
222 West Adams Street  
Chicago, IL 60661]

Section Chief  
February 1, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is.

3 railcars RELEASED: GATX 300420, GATX 300428 and GATX 300434.

A short summary of the document to appear in the index is

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, wavy line extending from the end of the name.

RWA/sem  
Enclosures

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**BILL OF SALE AND PARTIAL RELEASE**

**SURFACE TRANSPORTATION BOARD**

BNY Capital Funding LLC, not in its individual capacity, but solely as Lessor under GATC Trust 3 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 3) dated as of February 15, 1980 (the "Lease") between the Lessor and GATX Corporation, a New York corporation successor by merger to GATX Financial Corporation, a Delaware corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 300420, GATX 300428 and GATX 300434 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

Dated: January 6, 2010

BNY Capital Funding LLC, not in  
its individual capacity, but solely  
as Lessor

By: [Signature]  
Title: Vice President

State of New York            )  
                                          ) SS  
County of                        )

On this 19<sup>th</sup> day of January, 2010, before me personally appeared Jonathan Murphy, to me personally known, who being by me duly sworn, say that he/she is a Vice President of BNY Capital Funding LLC, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public                       JACQUELINE GADDY  
                                          Notary Public, State of New York  
                                          No 01GA6029761  
[Notarial Seal]                   Qualified in Kings County  
                                          Commission Expires August 30, 2013  
My commission expires: Jacqueline Gaddy

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

2/1/10



Robert W Alvord